

CROMPTON CORP
Form 5
February 11, 2005

FORM 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0362
Expires: January 31, 2005
Estimated average burden hours per response... 1.0

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *
VAGNINI MICHAEL F

(Last) (First) (Middle)

(Street)

2. Issuer Name and Ticker or Trading Symbol
CROMPTON CORP [CK]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2004

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
VP and Controller

6. Individual or Joint/Group Reporting

(check applicable line)

MIDDLEBURY, CT 06749

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | (A) or (D) | Price | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|-------|--|--|---|
| Common Stock | Â | Â | Â | Â | Â | Â | 2,023 | D | Â |
| Common Stock | Â | Â | Â | Â | Â | Â | 4,372.9832 | I | ESOP TRUST |
| Common Stock | Â | Â | Â | Â | Â | Â | 153.4958 | I | DRIP |
| Common Stock | Â | Â | Â | Â | Â | Â | 63,485 | I | LTIP Trust |
| | Â | Â | Â | Â | Â | Â | 10,275 | I | |

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| | | | | | | | | | | |
|-----------------|---|---|---|---|---|---|-------|---|--|-----------------------------------|
| Common Stock | | | | | | | | | | Restricted Stock Account |
| Common Stock | Â | Â | Â | Â | Â | Â | 6,500 | I | | Restricted Stock Account II |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 2270
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|---|--|---|---|--------------------------------------|--|--|---|--|
| | | | | | (A) (D) | Date Exercisable Expiration Date | Title | |
| NQ Stock Option (Right to Buy) | \$ 5.85 | Â | Â | Â | Â Â | 10/20/2004 11/19/2013 | Common Stock | 13,812 |
| NQ Stock Option (Right to Buy) | \$ 6.38 | Â | Â | Â | Â Â | 01/21/2004 02/20/2013 | Common Stock | 5,690 |
| NQ Stock Option (Right to Buy) | \$ 7.25 | Â | Â | Â | Â Â | 10/22/2003 10/22/2012 | Common Stock | 7,132 |
| NQ Stock Option (Right to Buy) | \$ 7.92 | Â | Â | Â | Â Â | 10/23/2002 11/22/2011 | Common Stock | 10,000 |
| | \$ 8.1562 | Â | Â | Â | Â Â | 10/31/2001 11/30/2010 | | 20,000 |

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| | | | | | | | | | | | |
|---|------------|---|---|---|---|---|------------|------------|-----------------|-----------------|--|
| NQ Stock Option (Right to Buy) | | | | | | | | | | Common Stock | |
| NQ Stock Option (Right to Buy) | \$ 8.343 | Â | Â | Â | Â | Â | 10/19/2000 | 11/19/2009 | Common Stock | 40,473 | |
| NQ Stock Option (Right to Buy) | \$ 11.24 | Â | Â | Â | Â | Â | 11/23/2005 | 12/22/2014 | Common Stock | 25,000 | |
| NQ Stock Option (Right to Buy) | \$ 14.3438 | Â | Â | Â | Â | Â | 08/04/1999 | 11/14/2008 | Common Stock | 727 | |
| ISO Stock Option (Right to Buy) | \$ 5.85 | Â | Â | Â | Â | Â | 10/20/2004 | 10/19/2013 | Common Stock | 6,188 | |
| ISO Stock Option (Right to Buy) | \$ 6.38 | Â | Â | Â | Â | Â | 01/21/2004 | 01/21/2013 | Common Stock | 24,310 | |
| ISO Stock Option (Right to Buy) | \$ 7.25 | Â | Â | Â | Â | Â | 10/22/2003 | 10/22/2012 | Common Stock | 12,868 | |
| ISO Stock Option (Right to Buy) | \$ 7.92 | Â | Â | Â | Â | Â | 10/23/2003 | 10/23/2011 | Common Stock | 10,000 | |
| ISO Stock Option (Right to Buy) | \$ 8.343 | Â | Â | Â | Â | Â | 10/19/2001 | 10/19/2009 | Common Stock | 9,527 | |
| | \$ 14.3438 | Â | Â | Â | Â | Â | 08/04/1999 | 10/14/2008 | | 7,273 | |

| | | | | | | | | | | | |
|---|------------|---|---|---|---|---|------------|------------|--|-----------------|-------|
| ISO Stock Option (Right to Buy) | | | | | | | | | | Common Stock | |
| ISO Stock Option (Right to Buy) | \$ 16.875 | ^ | ^ | ^ | ^ | ^ | 08/04/1999 | 11/16/2006 | | Common Stock | 5,000 |
| ISO Stock Option (Right to Buy) | \$ 26.4063 | ^ | ^ | ^ | ^ | ^ | 08/04/1999 | 11/07/2007 | | Common Stock | 5,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------------------|-------|
| | Director | 10% Owner | Officer | Other |
| VAGNINI MICHAEL F | | | | |
| MIDDLEBURY, CT 06749 | ^ | ^ | ^ VP and Controller | ^ |

Signatures

Michael F.
Vagnini

02/11/2005

__Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.